

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 13, 2000

RECORDATION NO. 23008-F FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 13 '00 2:13 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement, dated as of September 13, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was duly filed with the Board under Recordation Number 23008.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore Maryland 21202

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

A description of the railroad equipment covered by the enclosed documents is:

Seventy-four (74) 70-ton boxcars within the series WC 26009 – WC 26778
not inclusive.

Mr. Vernon A. Williams
September 13, 2000
Page 2

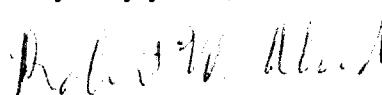
A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement, dated as of September 13, 2000 between Allfirst Bank, Assignor, and ICX Corporation, Assignee, covering seventy-four (74) 70-ton boxcars within the series WC 26009 – WC 26778 not inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

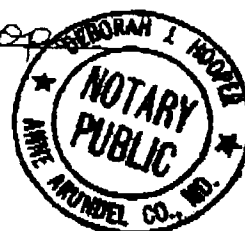
RWA/bjg
Enclosures

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement is a true and complete copy of said Memorandum of Assignment of Schedule No. 2 to Master Lease Agreement.

WITNESS my hand and seal this 13th day of September, 2000.

Rubrah J. Hoop
Notary Public



My Commission Expires: 7/27/02

BALT01:371085v1|10061-000298|09/13/00

RECORDATION NO. 23008-F FILED

SEP 13 '00

2-13 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 2
TO MASTER LEASE AGREEMENT

RECORDATION NO. 23008-F FILED

SEP 13 '00 2-13 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 2 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of September 13, 2000 by ALLFIRST BANK, a Maryland state-chartered banking corporation (the "Assignor"), and ICX CORPORATION, an Ohio corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Transfer Agreement (the "Transfer Agreement") dated as of September 13, 2000 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 2, dated June 30, 2000 (the "Lease") and issued pursuant to the Master Lease Agreement dated June 30, 2000 between Assignor, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars as described on Exhibit A attached hereto and made a part hereof.

C. A Memorandum of Lease Agreement dated June 30, 2000, was recorded with the Surface Transportation Board on July 18, 2000, under Recordation No. 23008.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK

By: Paul L. Gettings (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

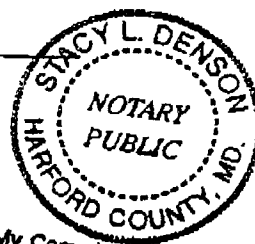
By: _____ (SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 12th day of September, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Stacy L. Denson
Notary Public



My Commission Expires:

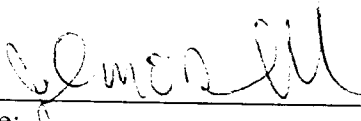

My Commission Expires
08/02/2003

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK

By: _____ (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By:  _____ (SEAL)
Name: 
Title: **JOHN M. O'DONNELL**
VICE PRESIDENT

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ____ day of September, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF OHIO, COUNTY OF Cuyahoga TO WIT:

On this 12 day of September, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John O'Donnell to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Robert L. Evans
Notary Public

My Commission Expires:

ROBERTA L. EVANS
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 22, 2005

EXHIBIT A

DESCRIPTION OF RAILCARS

Schedule No. 2: Seventy-four (74) 50ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built 1965(7), 1966(24), 1967(29) and 1968(14), rebuilt to rule 88 standards in 1990 bearing the following road marks and numbers:

WC 026009	WC 026119	WC 026203	WC 026410
WC 026012	WC 026124	WC 026205	WC 026412
WC 026013	WC 026134	WC 026211	WC 026746
WC 026015	WC 026135	WC 026212	WC 026770
WC 026019	WC 026136	WC 026217	WC 026771
WC 026020	WC 026139	WC 026223	WC 026772
WC 026021	WC 026144	WC 026225	WC 026773
WC 026033	WC 026146	WC 026230	WC 026774
WC 026034	WC 026149	WC 026231	WC 026775
WC 026036	WC 026154	WC 026237	WC 026777
WC 026044	WC 026161	WC 026307	WC 026778
WC 026047	WC 026165	WC 026309	
WC 026053	WC 026167	WC 026331	
WC 026076	WC 026169	WC 026349	
WC 026080	WC 026176	WC 026363	
WC 026093	WC 026177	WC 026364	
WC 026094	WC 026178	WC 026376	
WC 026101	WC 026179	WC 026397	
WC 026102	WC 026192	WC 026400	
WC 026105	WC 026198	WC 026401	
WC 026109	WC 026200	WC 026405	

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 2
TO MASTER LEASE AGREEMENT

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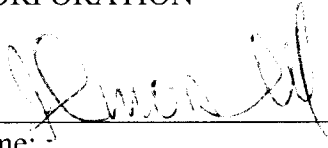
[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK

By: _____ (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By:  _____ (SEAL)
Name:
Title: **JOHN M. O'DONNELL**
VICE PRESIDENT

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ____ day of September, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF OHIO, COUNTY OF Cuyahoga TO WIT:

On this 12 day of September, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John D'Donnell to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Roberta L. Evans
Notary Public

My Commission Expires:

ROBERTA L. EVANS
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 22, 2005

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